



2-265A011

THOMAS, D. MARION  
TREASURER

TTX COMPANY  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223  
FAX (312) 984-3855

DIRECT LINE (312) 984-3821

September 17, 1992

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th & Constitutional Avenue, N.W.  
Room 2303  
Washington, D.C. 20423

*Rec'd Date - 17732-D*  
SEP 21 1992-10 30 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 2, dated as August 31, 1992, a secondary document supplementing the Manufacturing Agreement dated as of March 3, 1992.

SEP 21 10 24 AM '92  
MOTOR OPERATING UNIT

Parties to this transaction are as follows:

TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Gunderson, Inc. (Manufacturer)  
4350 Northwest Front Avenue  
Portland, OR 97210

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbered</u>
5-unit Articulated Double Stack Container Well Car	FCA	12	DTTX	75524-75535

Sidney L. Strickland, Jr.  
September 17, 1992  
Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 2 being recorded are as follows:

- 1) "Manufacturing Agreement dated March <sup>5</sup>3, 1992, recorded on March 17, 1992, recordation number 17732.
- 2) "Manufacturing Agreement Supplement No. 1, dated as of June 26, 1992, recorded on July 15, 1992, recordation number 17732-A.
- 3) Partial Release dated August 18, 1992, recorded on September 4<sup>2</sup>2, 1992, recordation number 17732-B.
- 4) Partial Release dated August 24, 1992, recorded on September 4<sup>2</sup>2, 1992, recordation number 17732-C.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 12 5-unit Articulated Double Stack Container Well Cars numbered 75524-75535."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM/mak  
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Congram at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

17732-d

Recordation 17732-D  
SEP 21 1992 10 50 AM

MANUFACTURING AGREEMENT SUPPLEMENT NO. 2 dated as of August 31, 1992 between GUNDERSON, INC., (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of March 5, 1992, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

GUNDERSON, INC.

By A. L. Ballo  
Vice President

(CORPORATE SEAL)

ATTEST:

Howard D. White  
Assistant Secretary

TTX COMPANY

By R. J. J. J. J.  
Vice President &  
Chief Financial Officer

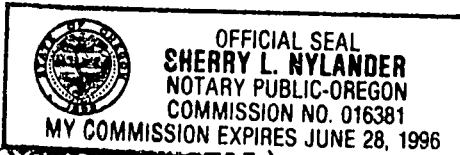
(CORPORATE SEAL)

ATTEST:

A. J. J. J.  
Assistant Secretary

STATE OF OREGON           )  
                                  ) SS:  
COUNTY OF Multnomah    )

On this 11<sup>th</sup> day of Sept., 1992, before me personally appeared Stephen L. Ball, to me personally known, who, being by me duly sworn, says that he is a Mr. VP of Anderson Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



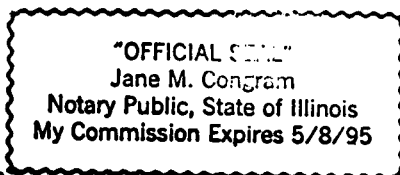
(NOTARIAL SEAL)

Sherry L. Nylander  
Notary Public

My Commission Expires:

STATE OF ILLINOIS       )  
                                  ) SS:  
COUNTY OF COOK        )

On this 1<sup>st</sup> day of September, 1992, before me personally appeared Robert E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Vice President & Chief Financial Officer of TTX COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(NOTARIAL SEAL)

Jane M. Congram  
Notary Public

My Commission expires:

ANNEX A TO MANUFACTURING AGREEMENT SUPPLEMENT NO. 2

GUNDERSON INC.  
(Manufacturer)

TTX COMPANY  
(Company)

<u>Type</u>	<u>Quantity</u>	<u>Company Car Numbers (Incl.)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	12			\$2,276,772	Nov-Dec '92	T-2092-F

Item 2: May 31, 1993

Item 3: To be Determined.

Item 4: 4350 Northwest Front Avenue  
Portland, OR 97210

\* Five-unit Articulated well cars of 125-ton capacity. TTX General Specification No. 68-43-011586, dated January 15, 1986, revised October 1, 1991 and Supplemental Specification No. 68-43-032288 issued March 22, 1988 revised April 27, 1992. Gunderson Specification R92-9 dated May 5, 1992.

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